
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

COMPUTER TASK GROUP, INCORPORATED
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

205477102
(CUSIP Number)

James M. Lindstrom
AGS SPV I, LLC
330 Railroad Ave., 2nd Floor
Greenwich, Connecticut 06830
(203) 979-4607

Evan Wax
Wax Asset Management, LLC
44 Cherry Lane
Madison, Connecticut 06443
(203) 941-0111

With a copy to:

Stuart Welburn
Corby J. Baumann
Thompson Hine LLP
335 Madison Avenue, 12th Floor
New York, New York 10017
(212) 344-5680

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 14, 2020
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON AGS SPV I, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 624,907
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 624,907
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 624,907	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.3%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON Assurance Global Services LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS N/A		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 624,907	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 624,907	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 624,907		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.3%		
14	TYPE OF REPORTING PERSON OO		

1	NAME OF REPORTING PERSON James M. Lindstrom	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 624,907
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 624,907
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 624,907	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.3%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Wax Asset Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Connecticut	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 351,695
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 351,695
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 351,695	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.4%	
14	TYPE OF REPORTING PERSON OO	

This Amendment No. 2 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 2”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on August 28, 2019 (as amended, the “Statement”) with respect to the common stock, \$0.01 par value per share (the “Common Stock”), of Computer Task Group, Incorporated, a New York corporation (the “Issuer”). Capitalized terms used but not defined in this Amendment No. 2 shall have the meanings set forth in the Statement. Except as amended and supplemented by this Amendment No. 2, the Statement remains unchanged.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended and restated in its entirety as follows:

The total cost for purchasing the Common Stock reported as beneficially owned by SPV, including brokerage commissions, was approximately \$2,799,619, which was funded using working capital of SPV and Mr. Lindstrom’s personal funds. SPV and Mr. Lindstrom may effect purchases of securities through the use of margin loans made by brokerage firms in the ordinary course of business, subject to applicable rules and regulations. AGS, as the sole managing member of SPV, and Mr. Lindstrom, as the sole member of AGS, may be deemed to have indirect beneficial ownership of the shares of Common Stock directly owned by SPV.

The total cost for purchases of Common Stock by WAM, on behalf of its customers, including brokerage commissions, was approximately \$1,580,031 (including shares held in WAM customer accounts for Mr. Lindstrom). The source of funds for the shares of Common Stock acquired for the accounts of WAM’s customers were funds of such customers. The total sales price for shares sold by WAM on behalf of its customers was approximately \$154,256, including brokerage commissions, which funds were for the accounts of WAM’s customers.

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended by adding the following before the last four paragraphs in Item 4:

On January 14, 2020, AGS sent a letter (the “January 2020 Letter”) to the Board of Directors of the Issuer, setting forth an updated non-binding proposal to purchase all the outstanding shares of Common Stock at a proposed purchase price of \$7.00 per share in cash, a further increase from its original price range of \$5.50 to \$6.00 per share. The foregoing description of the January 2020 Letter is qualified in its entirety by reference to the full text of the January 2020 Letter, a copy of which is attached hereto as Exhibit 99.3, and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) of the Statement are hereby amended and restated in their entirety as follows:

(a) SPV beneficially owns 624,907 shares of Common Stock, which represents 4.3% of the Issuer’s outstanding shares of Common Stock. AGS, as managing member of SPV, and Mr. Lindstrom, as managing and sole member of AGS, may be deemed to have indirect beneficial ownership of such shares. AGS and Mr. Lindstrom disclaim beneficial ownership of such shares for all other purposes, except to the extent of its or his pecuniary interest therein.

WAM beneficially owns 351,695 shares of Common Stock, which represents 2.4% of the Issuer’s outstanding shares of Common Stock. All of the shares of Common Stock that are indicated as beneficially owned by WAM are beneficially owned by WAM on behalf of its investment advisory clients. WAM is deemed to be a beneficial owner of those shares pursuant to Rule 13d-3 under the Exchange Act due to its discretionary power to make investment decisions over such shares for its clients. In all cases, persons other than WAM have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, the shares.

In the aggregate, the Reporting Persons acting as a group for purposes of Regulation 13D beneficially own 976,602 shares of Common Stock, which represents approximately 6.6% of the Issuer’s outstanding shares of Common Stock.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on 14,700,292 shares of Common Stock reported by the Issuer as outstanding as of October 25, 2019 in the Issuer’s Quarterly Report on Form 10-Q for the quarter ended September 27, 2019.

(b) Each of SPV, AGS and Mr. Lindstrom have shared voting power and shared dispositive power with regard to 624,907 shares of Common Stock. AGS, as managing member of SPV, and Mr. Lindstrom, as managing and sole member of AGS, may be deemed to indirectly beneficially own the shares of Common Stock directly beneficially owned by SPV. AGS and Mr. Lindstrom disclaim beneficial ownership of such shares for all other purposes, except to the extent of its or his pecuniary interest therein.

WAM has sole voting power and sole dispositive power with regard to 351,695 shares of Common Stock.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Exchange Act.

(c) The transactions effected by each of the Reporting Persons in the Common Stock in the last 60 days are set forth on Schedule A to this Statement. Each of these transactions was effected through the open market.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Statement is hereby amended and restated in its entirety as follows:

The response to Item 4 is incorporated herein by reference. Other than as disclosed in this Item 6, there are no other contracts, arrangements, understandings or relationships between the Reporting Persons and any person with respect to securities of the Issuer.

The Reporting Persons have an informal oral agreement to act as a group for purposes of Regulation 13D solely with respect to the Common Stock of the Issuer. Except as otherwise set forth in this Statement, the Reporting Persons expressly disclaim beneficial ownership of any of the shares of Common Stock, and the filing of this Statement shall not be construed as an admission that, for the purposes of Sections 13(d) and 13(g) or under any provision of the Exchange Act or the rules promulgated thereunder or for any other purpose, any Reporting Person is a beneficial owner of any such shares. Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 2, which agreement is set forth on the signature page to this Statement.

Item 7. Material to Be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety as follows:

99.1 [Letter from Assurance Global Services LLC to the Board of Directors of Computer Task Group, Incorporated, dated as of August 28, 2019 \(incorporated by reference to Exhibit 99.2 to the Schedule 13D filed by the Reporting Persons on August 28, 2019\).](#)

99.2 [Letter from Assurance Global Services LLC to the Board of Directors of Computer Task Group, Incorporated, dated as of January 14, 2020.](#)

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Issuer.

Dated: January 14, 2020

AGS SPV I, LLC,
by Assurance Global Services LLC, its managing member

/s/ James M. Lindstrom

James M. Lindstrom
Managing Member

ASSURANCE GLOBAL SERVICES LLC

/s/ James M. Lindstrom

James M. Lindstrom
Managing Member

/s/ James M. Lindstrom

James M. Lindstrom

WAX ASSET MANAGEMENT, LLC

/s/ Evan Wax

Evan Wax
President

Schedule A
Transactions in the Common Stock by the Reporting Persons
in the last 60 days:

Wax Asset Management, LLC:

Transaction Date	Number of Shares Bought/(Sold)	Price Per Share (\$)(1)
November 14, 2019	(1,000)*	\$ 5.694
November 18, 2019	(3,312)*	\$ 5.50
November 18, 2019	(1,688)*	\$ 5.50
November 19, 2019	(4,543)*	\$ 5.705
December 4, 2019	(550)*	\$ 5.725
December 6, 2019	1,000	\$ 5.48
December 9, 2019	(4,164)*	\$ 5.50
December 10, 2019	(3,000)*	\$ 5.511
December 10, 2019	(2,000)*	\$ 5.456
December 10, 2019	(467)*	\$ 5.521
December 11, 2019	(2,000)*	\$ 5.50
December 24, 2019	200	\$ 5.196
January 6, 2020	(2,561)	**

* Reflects sales on behalf of clients of WAM to comply with required minimum distributions or redemptions for such accounts.

** Reflects the distribution of shares directly to an account of a client of WAM that is not managed by WAM.

(1) The price per share reported is the average price. WAM undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

ASSURANCE GLOBAL SERVICES LLC
104 Field Point Rd., 3rd Floor
Greenwich, CT 06830
Tel: 203-979-4607

January 14, 2020
Board of Directors
Computer Task Group, Incorporated
800 Delaware Avenue
Buffalo, NY 14209
Attn: Daniel Sullivan, Chairman of the Board

Dear Members of the Board:

On behalf of Assurance Global Services LLC (“AGS”), I am pleased to present an updated non-binding proposal for AGS to acquire all of the outstanding stock (the “Transaction”) of Computer Task Group, Incorporated (“CTG” or the “Company”) for \$7.00 per share in cash (implying a \$112 million enterprise value¹).

This is the fourth bona fide proposal to acquire 100% of the outstanding stock of CTG submitted by AGS since May 2019. With respect to each of our prior proposals, the Board has declined to engage in any constructive discussions regarding the terms of our proposals or capabilities or, as we have cordially suggested multiple times, including in our October 30, 2019 letter (attached), enter into a standard NDA and permit us to commence a limited diligence review.

At this point, we have serious concerns that the Board would prefer to maintain the status quo rather than act in the best interests of shareholders and pursue a value-maximizing transaction.

Nevertheless, we are submitting an updated proposal including a significant increase from our original price range of \$5.50 - \$6.00 per share and additional details regarding the terms of our proposal. We strongly believe that this proposal presents compelling, premium value and immediate liquidity to shareholders, and that the Board has a responsibility to engage with AGS on its offer, as well as any other interested partners, in order to maximize value for shareholders.

Background to our Proposal

As a Buffalo native, I am very familiar with the history of CTG and personally care deeply about the best interests of this Buffalo-based Company. I have offered constructive insights to the Company based upon my leadership of multiple public companies, which have exceeded CTG in terms of scale and complexity.

I formed AGS to invest in and acquire companies facing challenges similar to CTG’s. Due to the complexity of overcoming these challenges, AGS views its investments over a multi-year period and acts to ensure that its companies operate with excellence and integrity. AGS’ partners include world-class investors with long-term holding periods.

While CTG’s Board has made significant effort since 2013 to generate superior shareholder value, spending over \$65 million (\$4.36 per share²) of shareholders’ capital on share repurchases and acquisitions and shifting tactics under four CEOs, the Company’s stock price continues to underperform versus major stock indexes and its proxy peer group. This underperformance includes CTG’s stock price performance since its latest strategic plan was released on December 2, 2019 (as shown in the table below).

¹Enterprise Value is calculated as the Company’s equity value at \$7.00 per share (\$7.00 x FDSO of 14.862m shares) plus the value of its debt (\$8.6m) and underfunded pension liabilities (\$10.2m as of prior 10-K) less its cash and cash equivalents (\$14.9m) as of the latest 10Q filings for 9/30/19.

²Based upon 14.7 million shares.

Relative Total Shareholder Return ⁽¹⁾						
	Since 11/29/19	1 Year	2 Years	3 Years	4 Years	5 Years
NASDAQ Composite	(20.0%)	(13.4%)	(26.4%)	(51.3%)	(119.9%)	(140.1%)
S&P 500 Index	(18.8%)	(8.9%)	(20.0%)	(34.6%)	(96.5%)	(111.8%)
Proxy Peer Group ⁽²⁾	(20.2%)	(34.8%)	(7.7%)	(30.9%)	(67.9%)	(103.9%)

(1)Relative total shareholder return of CTG vs U.S. indices and Peer Group companies adjusted for stock splits, cash dividends, rights offerings, and spin-offs.

(2)'Proxy Peer Group' includes Allscripts Healthcare Solutions, Inc., Atos SE, BG Staffing, Inc., Huron Consulting Group, Inc., Kforce Inc., Leidos Holdings, Inc., Mastech Digital, Inc. and Volt Information Sciences, Inc.

Yet, the Company's recent financial results remain mediocre. In its most recent third quarter, leverage is elevated with a total debt to equity³ level of 35%, the Company's return on invested capital⁴ was only 4.6%, non-GAAP operating margins were 2.4% and earnings per share⁵ decreased to \$0.06 from \$0.08 in the prior year period.

In response to its situation, the Company released details of its "growth strategy", in the form of a strategic plan in December 2019. The plan is incomplete in many ways, primarily lacking measurable financial goals and timelines. As a result, investors cannot appropriately hold the Company accountable for its progress. Moreover, we believe the plan contains significant and material execution risks as (i) we are not aware of any members of the Company's leadership team who have executed a strategic transformation of this scale and complexity and (ii) financial goals in the Company's 2017 Three-Year Plan appear to have been abandoned.

Given the uncertain situation, we believe it is an appropriate time to have serious discussions regarding a potential transaction. Without the constraints of being a public company, a qualified partner can be highly beneficial to the Company and its leadership, offering significant strategic and operational investment and the resources to greatly improve the odds of success. We believe that, under our ownership, CTG has potential to improve its market position in the delivery of IT solutions in the healthcare, financial services and energy markets in North America and Western Europe and enter adjacent markets not currently pursued.

Proposal

In combination with our financial advisors, we performed our preliminary valuation of CTG based on publicly available information. We analyzed the business utilizing a wide variety of valuation methodologies, including comparable merger and acquisition transactions, market values of comparable publicly traded companies and discounted cash flow analyses. We believe the value our proposal offers CTG's shareholders is very attractive based on these analyses. Subject to the terms and conditions contained herein, AGS is prepared to pursue the acquisition of CTG at a purchase price of \$7.00 per share (the "Purchase Price").

Our proposed Purchase Price:

- Represents a premium of approximately 33% to the current stock price, which we believe already reflects some takeover premium based on public disclosure of our investment position and the prior terms of our proposals that we were required to make in our 13D filings;
- Represents a greater than 50% premium to the stock price prior to our initial 13D filing;
- Exceeds the Company's 52 week high;
- Equals the existing forward price target from the Company's only institutional-quality research;
- Is greater than 10x the most recent Wall Street estimate for the Company's CY2019 adjusted EBITDA (\$11.0 million) in recent Company-sponsored research; and
- Based on our knowledge of directly comparable public company M&A transactions, reflects an implied EBITDA multiple at the high end of the range for comparable businesses with similar historical and expected growth and margins.

³ Source: Capital IQ.

⁴ Source: Capital IQ.

⁵ GAAP earnings per share per the Company's documents.

The Company's previous correspondence stated that our "proposal includes significant and material execution risks, and as such, the Board is not convinced of your ability to consummate a transaction, as Assurance Global Services has never completed an acquisition of this size, including one in the public markets." In response, we state *again* that we would welcome an opportunity to discuss our capabilities or wherewithal to consummate the Transaction with the Company. We already have enlisted the assistance of numerous highly-credentialed third party advisors, including an investment banking advisor, M&A counsel and other business due diligence advisors, and are prepared to move forward expeditiously. To that end, we suggest entering into a standard 12 month, mutual Non-Disclosure Agreement to facilitate the sharing of due diligence information and details of our credentials, which we believe you will find acceptable.

We anticipate funding the acquisition of the Company with equity and debt consistent with its current features, which may be provided by the Company's current lenders or new lenders.

If we have overlooked elements of value in our proposal, your cooperation and facilitation of due diligence is the best way to help us update our proposal to value CTG's business appropriately.

Due Diligence & Timing

Our willingness to consummate a Transaction is subject to the satisfactory completion of customary due diligence, appropriate for a company such as CTG, including, but not limited to accounting, tax, benefits, information technology, and legal diligence.

We and our advisors are prepared to move quickly to complete the remaining work, negotiate a mutually acceptable definitive agreement and consummate the Transaction. We are prepared to commit all available resources to this end, and we are confident that we can reach a signed agreement within 45 calendar days of the Company and its advisors fully engaging with us.

Our intent would be to initially focus on the core business due diligence that could impact our view on valuation. At the conclusion of this work, we would expect to reconfirm the Purchase Price with the Board, begin our further confirmatory diligence work, and negotiate a mutually acceptable definitive agreement.

Next Steps

We are confident that the CTG Board of Directors and shareholders will agree with our belief that a Transaction would be very beneficial for all CTG stakeholders (including shareholders, employees, and customers). As with prior communications, this letter and proposal constitute a non-binding indication of interest in pursuing a negotiated transaction to acquire all of the common stock of the Company and are not intended to create any legally binding obligations.

We thank you again for your consideration.

Sincerely,

/s/ James Lindstrom

James Lindstrom
Managing Member
Assurance Global Services LLC

ASSURANCE GLOBAL SERVICES LLC
330 Railroad Ave., 2nd Flr.
Greenwich, CT 06830
Tel: 203-979-4607

October 30, 2019

Board of Directors
Computer Task Group, Incorporated
800 Delaware Avenue
Buffalo, NY 14209
Attn: Daniel Sullivan, Chairman of the Board
dansullivan3@gmail.com

Dear Dan and Members of the Board of Directors:

Congratulations on the progress demonstrated during the recently completed third quarter. As a follow up to our previous letters, we would like to revisit our prior proposal as we draw near the end of 2019.

First, in order to alleviate concerns regarding AGS' ability to consummate a transaction of this size or of a public company, please know that both AGS and its primary equity partner have spent considerable time and resources evaluating a transaction with CTG since early 2019. Over the past several months, we have also enlisted the help of numerous third party advisors, including an investment banking advisor, M&A counsel and other business due diligence advisors. We welcome any questions regarding our capabilities or wherewithal to transact; to that end, we suggest immediately entering into a limited Non-Disclosure Agreement to facilitate the sharing of sensitive information regarding our financial and transactional capabilities. This would include the identity and financial wherewithal of our primary equity partner. We are highly confident that this information will satisfy any concerns.

Additionally, and to ensure that the price range of our proposal is reflective of the Company's latest strategic plan, we would encourage the Company to share limited and appropriate strategic and financial information with AGS. We would also appreciate a limited in-person meeting with Mr. Gydé and Mr. Laubacker to review the provided materials. Our intent, at the conclusion of this limited review of information, would be to provide the Board with a revised Letter of Intent to acquire CTG.

If the Board finds our revised Letter of Intent appropriate, we can progress through traditional due diligence and agreement negotiation under an expanded Non-Disclosure Agreement that we acknowledge would have more restrictions on AGS. We also acknowledge that the Board would need to include a provision in the Agreement that would allow for a post-signing 'market check' – given the single bidder approach.

We have attached a preliminary timeline for your consideration that reflects both "phases" of engagement.

Sincerely,



James Lindstrom
Managing Member
Assurance Global Services LLC

Exhibit A: Proposed Timeline for a Transaction

Workstream	Responsible Party	Week of:													
		10/21	10/28	11/4	11/11	11/18	11/25	12/2	12/9	12/16	12/23	12/30	1/6	1/13	1/20
<i>CTG Q3 Earnings Release</i>															
<i>Limited NDA -- Information Sharing</i>															
• Limited Mutual NDA	CTG / AGS														
• Information Sharing re: Financial and Transactional Capabilities	AGS														
• Information Sharing re: Strategic Plan	CTG														
• In Person Meeting to Discuss Strategic Plan	CTG / AGS														
• Refine Valuation and LOI	AGS														
• Present Revised LOI to Board	AGS														
<i>Expanded NDA -- Due Diligence</i>															
• Expanded Mutual NDA	CTG / AGS														
• Detailed Due Diligence Review	CTG / AGS														
<i>Definitive Agreement</i>															
• Negotiate Definitive Transaction Agreement	CTG / AGS / Legal														
<i>Final Negotiations & Signing</i>															
• Sign & Announce Transaction	CTG / AGS / Legal														
• Limited Market Check	CTG														

[TBD]